

**LAW OFFICES OF RICHARD A. FOGEL, PLLC**

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September 12, 2000

17848-RR

SEP 13 2000

3:22 PM

SURFACE TRANSPORTATION BOARD

Secretary  
Surface Transportation Board  
1925 K Street N.W., Room 704  
Washington, D.C. 20036  
Attention: Recordation

RE: Documents for Recordation  
Trinity Industries Leasing Company  
Equipment Trust (Series 9-11)

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Surface Transportation Board ("STB") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Eleventh Supplement to Equipment Trust Agreement, a primary document, dated as of September 5, 2000, between Trinity Industries Leasing Company (the "Company") and The Bank of New York, as Successor Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated September 5, 2000, between the Company ("Assignor") and the Bank, as Successor Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated September 5, 2000, between the Company ("Seller") and the Bank, as Successor Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated September 5, 2000, between the Bank, as Successor Trustee ("Seller") and the Company ("Buyer").

The enclosed Eleventh Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of June 30, 1992 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 17848 on July 1, 1992, along with an Assignment and Bill of Sale under Recordation Nos. 17848-B and 17848-A, respectively.

17848 RR

The enclosed Bill of Sale referenced in paragraph 4, above, relates to various railcars and the lease thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to the Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Trustee is 101 Barclay, (21W), New York, NY 10286.

The railroad equipment covered by the Eleventh Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

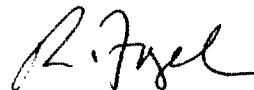
Enclosed is our firm's check in the amount of \$104.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Eleventh Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Eleventh Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Eleventh Supplement to Equipment Trust Agreement, a primary document, dated as of September 5, 2000, between the Company (as vendor and lessee), and the Bank, as Successor Trustee, and covering various railcars, and (ii) Assignment, a primary document, dated September 5, 2000, between the Company (as Assignor), and the Bank, as Successor Trustee, and covering various railcars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated September 5, 2000, between the Company (as Seller), and the Bank, as Successor Trustee (as Buyer), and covering various railroad cars, and connected to the Eleventh Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated September 5, 2000, between the Bank, as Successor Trustee (as Seller) and the Company (as Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of June 30, 1992 referred to above.

Very truly yours,



Richard A. Fogel

RAF:slg  
Enclosures

cc: Neil Shoop

TRINITY INDUSTRIES LEASING COMPANY

(Series 9-11)

RECORDED 17848-RR

Equipment Trust, Series 9

SEP 13 '00

3- 2 2 PM

Bill of Sale

~~SUBJECT TO TRANSPORTATION TRUST~~

THIS AGREEMENT, dated the 6 day of September, 2000, between Trinity Industries Leasing Company, a Delaware Corporation, (hereinafter called "Seller"), and The Bank of New York, a New York Banking Corporation, as Successor Trustee (hereinafter called "Buyer"), as contemplated by the Eleventh Supplement to Equipment Trust Agreement dated as of September 5, 2000, supplementing and amending the Equipment Trust Agreement dated as of June 30, 1992 (the "Equipment Trust Agreement"), between Seller and Buyer.

WITNESSETH:

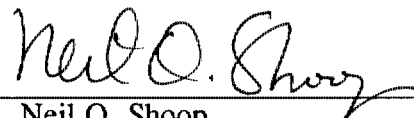
That in consideration of \$10.00 in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Seller does hereby sell, grant and convey to the Buyer, its successors and assigns, the following described equipment:

The railcars described in Exhibit A and more particularly identified in Exhibit B and incorporated by reference herein (the "Equipment").

Seller hereby warrants that Seller has good and marketable title to the Equipment, that Seller's title to the Equipment is free from all liens and encumbrances (including any leasehold interests therein) other than the Existing Leases described in the attached Exhibit A, the Assignment of even date herewith between the Seller and Buyer and the rights of Seller under the Equipment Trust Agreement, and Seller further agrees to forever warrant and defend the title to the Equipment unto Buyer, its successors and assigns, against all lawful claims.

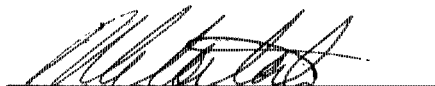
TRINITY INDUSTRIES LEASING COMPANY

By:



Neil O. Shoop  
Treasurer

ATTEST:



Secretary

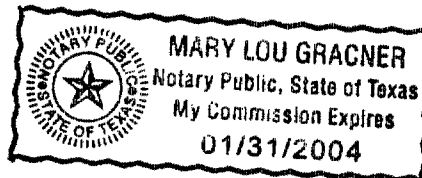
STATE OF TEXAS       §  
                                  §  
COUNTY OF DALLAS   §

On this 6th day of September, 2000 before me, personally appeared Neil O. Shoop, to me personally known, who being by me duly sworn, says that he is the ~~Vice President~~ <sup>Treasurer</sup> of Trinity Industries Leasing Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, the said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Mary Lou Gracner  
Signature of Notary Public

My Commission expires:

1/31/2004



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## EXHIBIT A

1. Railroad Car Net Lease Agreement, dated May 17, 1979, between Trinity Industries Leasing Company and Cargill, Inc., covering the following described railroad cars (Partial Rider 33):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
3	5,125 cu. ft. Lo Covered Hopper Cars	TILX 5548-5550

2. Railroad Car Lease Agreement, dated July 8, 1999, between Trinity Industries Leasing Company and Farmers Grain Dealers, Inc., covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	5,161 cu. ft. Lo Covered Hopper Cars	TILX 515000-515005 TILX 311215-311217 TILX 311219-311222 TILX 311235, 311237, 311238 TILX 311240-311243

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<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	5,161 cu. ft. Lo Covered Hopper Cars	TILX 515000-515005 TILX 311215-311217 TILX 311219-311222 TILX 311235, 311237, 311238 TILX 311240-311243

EXHIBIT B  
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
1. 3 Hopper Cars	Lo	5,125 cu. ft.	TILX 5548-5550	05/97
2. 20 Hopper Cars	Lo	5,161 cu. ft.	TILX 515000-515005 TILX 311215-311217 TILX 311219-311222 TILX 311235, 311237 TILX 311238 TILX 311240-311243	10/96